

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

JENNIFER SHAWGO, an individual,
JENNIFER SHAWGO BC LLC, a
Minnesota limited liability company,
MOLLY BJORNOLIE, an individual,
MOLLY BJORNOLIE, LLC, a Minnesota
limited liability company, AYESHA
DAWLEY, an individual, DAWLEY,
LLC, a Minnesota limited liability
company, CAITY PIKE, an individual,
on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

COUNTER BRANDS, LLC d/b/a
BEAUTYCOUNTER, a California
limited liability company, and THE
CARLYLE GROUP INC., a Delaware
corporation, COUNTER BRANDS, INC.
d/b/a BEAUTYCOUNTER, a Delaware
corporation, G2G NEWCO, INC. d/b/a
BEAUTYCOUNTER, a Delaware
corporation, and SUSAN GREGG
RENFREW, an individual,

Defendants.

Case No. 24-cv-00556 (PJS/TNL)

**PLAINTIFFS' REQUEST FOR
ENTRY OF DEFAULT
AGAINST COUNTER
BRANDS, LLC d/b/a
BEAUTYCOUNTER**

TO: CLERK OF COURT

Plaintiffs Jennifer Shawgo; Jennifer Shawgo BC LLC; Molly Bjornlie; Molly Bjornlie,
LLC; Ayesha Dawley; Dawley, LLC; and Caity Pike, by and through their undersigned counsel,

hereby request entry of default by the Clerk of this Court against Defendant Counter Brands, LLC d/b/a Beautcounter, pursuant to Rule 55(a) of the Federal Rules of Civil Procedure.

This request is made based upon the declaration of Plaintiffs' counsel, Pamela Abbate Dattilo, attached hereto as **Exhibit A**.

Dated: August 22, 2024

CROSSCASTLE PLLC

/s/ Pamela Abbate Dattilo

Pamela Abbate Dattilo (MN# 389889)

Samuel W. Diehl (MN# 0388371)

Nicholas J. Nelson (MN# 391984)

Tara Kennedy (MN# 0400320)

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ATTORNEYS FOR PLAINTIFFS

CERTIFICATE OF SERVICE

I hereby certify that on August 22, 2024, I caused the above Request for Entry of Default and Exhibit A Declaration in Support of Request for Entry of Default to be served on the following agents and registered agents for Counter Brands, LLC by placing the same for mailing in the United States Mail, via certified mail, return receipt requested, in a sealed envelope on which first class postage was prepaid, addressed to:

Counter Brands, LLC
C/O The Corporation Trust Company
Corporation Trust Center
1209 Orange St
Wilmington, DE 19801

Counter Brands, LLC
c/o Sherwood Consulting (Delaware), LLC as Assignee
c/o Incorp Services, Inc.
131 Continental Drive Suite 301
Newark, DE 19713

Counter Brands, LLC
c/o Sherwood Partners
Michael A. Maidy
3945 Freedom Circle Ste 560,
Santa Clara, CA 95054

Counter Brands, LLC
1733 Ocean Avenue, Suite #325
Santa Monica, CA 90401

Additionally, I sent copies of the above Request for Entry of Default and Exhibit A Declaration in Support of Request for Entry of Default by email to the assignee for Counter Brands, LLC at the email addresses below:

Shareef El Attar, selatter@sherwoodpartners.com
Michael A. Maidy, mmaidy@sherwoodpartners.com

I declare under the penalty of perjury that the foregoing is true and correct,

/s/ Pamela A. Dattilo
Pamela A. Dattilo

EXHIBIT A

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA

JENNIFER SHAWGO, an individual,
JENNIFER SHAWGO BC LLC, a
Minnesota limited liability company,
MOLLY BJORNIE, an individual,
MOLLY BJORNIE, LLC, a
Minnesota limited liability company,
AYESHA DAWLEY, an individual,
DAWLEY, LLC, a Minnesota limited
liability company, CAITY PIKE, an
individual, on behalf of themselves
and all others similarly situated,

Plaintiffs,

v.

COUNTER BRANDS, LLC d/b/a
BEAUTYCOUNTER, a California
limited liability company, and THE
CARLYLE GROUP INC., a Delaware
corporation, COUNTER BRANDS,
INC. d/b/a BEAUTYCOUNTER, a
Delaware corporation, G2G NEWCO,
INC. d/b/a BEAUTYCOUNTER, a
Delaware corporation, and SUSAN
GREGG RENFREW, an individual,

Defendants.

Case No. 24-cv-00556 (PJS/TNL)

**DECLARATION OF PAMELA
ABBATE DATTILO IN SUPPORT
OF REQUEST FOR ENTRY OF
DEFAULT**

I, Pamela Abbate Dattilo, declare as follows, pursuant to Federal Rule of Civil Procedure 55(a):

1. I am an attorney with the law firm CrossCastle PLLC, representing Plaintiffs in the above-captioned matter.

2. On October 25, 2023, Defendant Counter Brands, LLC d/b/a Beautycounter (“Counter Brands, LLC”) was served with the Summons and Complaint which initiated this lawsuit. (Ex. 1.)

3. On January 22, 2024, Defendant Counter Brands, LLC was served with the First Amended Complaint which was filed in Carver County District Court of the State of Minnesota after counsel for Defendant Counter Brands, LLC had appeared in the case, and the First Amended Complaint asserted claims to relief for a class. (Ex. 2; Dkt. 1-6.)

4. On February 21, 2024, Counter Brands, LLC and The Carlyle Group filed a notice of removal to this Court (Dkt. 1) and filed a motion to dismiss/compel arbitration.

5. Counter Brands, LLC claims to have dissolved and changed its status to “voluntarily canceled” on April 26, 2024, with the Delaware Department of State: Division of Corporations. (Ex. 3.)

6. Counsel for Counter Brands, LLC filed a motion to withdraw on May 2, 2024, representing that Counter Brands, LLC was winding down its business, was not able to pay legal fees, consented to the withdrawal, and was notified of the risk of default judgment. (Dkt. 27.)

7. That motion to withdraw was granted on May 16, 2024, by an Order of this Court. (Dkt. 37, the “Order”).

8. The Court’s Order stated that Counter Brands, LLC’s “[f]ailure to obtain new counsel may result in entry of default judgment against it.” (Order at 4 (citing *Forsythe v. Hales*, 255 F.3d 487, 490 (8th Cir. 2001).)

9. This Court ordered that “[a]s it may not appear without counsel, Defendant Counter Brands, LLC must secure counsel no later than May 31, 2024, and counsel must enter an appearance forthwith.” (Order at 5.)

10. Defendant Counter Brands, LLC has failed to retain or appear by new counsel in this action as ordered by the Court.

11. The Court further ordered Mark Johnson and Amran Farah of Greene Espel

PLLP; and David Schindler, Melanie Blunsch, Andrew Clubok, and Gregory Swartz of Latham & Watkins LLP to “file an affidavit with the Court no later than May 31, 2024, detailing their efforts to serve Defendant Counter Brands, LLC with this Order” including “in the affidavit Defendant Counter Brands LLC’s current contact information.” (Order at 1, 5.)

12. Counsel from Latham & Watkins, Melanie M. Blunsch, filed a certification of serving a copy of the Court’s Order on Counter Brands, LLC by first class mail and by email to an assignee for Counter Brands, LLC: Sherwood Partners stating that Counter Brands, LLC “no longer ha[d] any personnel.” (Dkt. 37 at 1.)

13. Sherwood Partners was identified by counsel from Latham & Watkins as “the assignee for Counter Brands, LLC.” (Dkt. 37.)

14. Plaintiffs served Counter Brands, LLC with the Second Amended Complaint and Summons by substituted service leaving copies of the Second Amended Complaint and Summons with Carissa K. at Sherwood Partners, 3945 Freedom Circle Ste 560, Santa Clara, CA 95054 on July 22, 2024. (Proof of Service, Dkt. 94.) This followed multiple unsuccessful attempts to serve Counter Brands, LLC at this address (which is the address for the registered agent for Counter Brands (assignment for the benefit of creditors), LLC, per the California Secretary of State).

15. Plaintiffs additionally served Counter Brands, LLC with the Second Amended Complaint and Summons by first class mail to the registered agent for Counter Brands (assignment for the benefit of creditors), LLC and the registered agent for Sherwood Partners, Michael Maidy. (Dkt. 94.)

16. Plaintiffs further emailed a copy of the Summons and Second Amended Complaint to selattar@sherwoodpartners.com (the individual at Sherwood Partners identified by former counsel for Counter Brands, LLC in Certificate of Service Dkt. 37) and on mmaid@sherwoodpartners.com (the registered agent for Counter Brands (assignment for the benefit of creditors), LLC and Sherwood Consulting (Delaware), LLC) on August 21, 2024.

17. Counter Brands, LLC has been served with the Complaint, the First Amended Complaint, and the Second Amended Complaint in this action.

18. Counter Brands, LLC has failed to defend this action by failing to engage counsel by May 31, 2024.

19. Counter Brands, LLC has failed to defend this action by failing to file responsive pleadings to either the First Amended Complaint or the Second Amended Complaint.

I declare under the penalty of perjury that the foregoing is true and correct,

Respectfully submitted,
Dated: August 22, 2024

/s/ Pamela A. Dattilo
Pamela A. Dattilo

EXHIBIT 1

Affidavit of Process Server

IN THE FIRST JUDICIAL DISTRICT COURT, CARVER COUNTY, MINNESOTA

JENNIFER SHAWGO, ET AL. VS COUNTER BRANDS, LLC d/b/a BEAUTYCOUNTER, ET AL. 10-CV-23-1035

PLAINTIFF/PETITIONER DEFENDANT/RESPONDENT CASE NUMBER

GILBERT DEL VALLE being first duly sworn, depose and say: that I am over the age of 18 years and not a party to this action, and that within the boundaries of the state where service was effected, I was authorized by law to perform said service. RECEIVED 10/24/2023

Service: I served COUNTER BRANDS, LLC d/b/a BEAUTYCOUNTER
NAME OF PERSON / ENTITY BEING SERVED

with (list documents) SUMMONS IN A CIVIL CASE; COMPLAINT AND JURY DEMAND; CIVIL COVER SHEET;
CERTIFICATE OF REPRESENTATION AND PARTIES; LETTER DATED OCTOBER 17, 2023;

by leaving with ROBIN HUTT-BANKS (MANAGING AGENT At

☐ Residence NAME RELATIONSHIP
ADDRESS CITY / STATE
☒ Business C/O THE CORPORATION TRUST COMPANY, 1209 ORANGE ST., WILMINGTON, DE 19801
ADDRESS CITY / STATE

On 10/25/2023 AT 10:30 AM
DATE TIME

Thereafter copies of the documents were mailed by prepaid, first class mail on
from CITY STATE ZIP DATE

Manner of Service:

- ☒ CORPORATE
- ☐ Personal: By personally delivering copies to the person being served.
- ☐ Substituted at Residence: By leaving copies at the dwelling house or usual place of abode of the person being served with a member of the household over the age of _____ and explaining the general nature of the papers.
- ☐ Substituted at Business: By leaving, during office hours, copies at the office of the person/entity being served with the person apparently in charge thereof.
- ☐ Posting: By posting copies in a conspicuous manner to the front door of the person/entity being served.
- ☐ Non-Service: After due search, careful inquiry and diligent attempts at the address (es) listed above, I have been unable to effect process upon the person/entity being served because of the following reason(s):

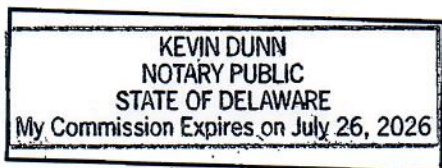
- ☐ Unknown at Address ☐ Moved, Left no Forwarding ☐ Service Cancelled by Litigant ☐ Unable to Serve in Timely Fashion
- ☐ Address Does Not Exist ☐ Other _____

Service Attempts: Service was attempted on: (1) _____ (2) _____
DATE TIME DATE TIME
(3) _____ (4) _____ (5) _____
DATE TIME DATE TIME DATE TIME

AGE 55 Sex FEMALE Race BLACK Height 5'5 Weight 150 HAIR BLACK

GILBERT DEL VALLE

SUBSCRIBED AND SWORN to before me this 25TH day of OCTOBER, 2023.



SIGNATURE OF NOTARY PUBLIC

NOTARY PUBLIC for the state of DELAWARE

Affidavit of Process Server

IN THE FIRST JUDICIAL DISTRICT COURT, CARVER COUNTY, MINNESOTA

JENNIFER SHAWGO, ET AL.

VS COUNTER BRANDS, LLC d/b/a
BEAUTYCOUNTER, ET AL.

10-CV-23-1035

PLAINTIFF/PETITIONER

DEFENDANT/RESPONDENT

CASE NUMBER

GILBERT DEL VALLE

being first duly sworn, depose and say: that I am over the age of 18 years and not a party to this action, and that within the boundaries of the state where service was effected, I was authorized by law to perform said service. RECEIVED 10/24/2023

Service: I served

THE CARLYLE GROUP, INC.

NAME OF PERSON / ENTITY BEING SERVED

with (list documents) SUMMONS IN A CIVIL CASE; COMPLAINT AND JURY DEMAND; CIVIL COVER SHEET;
CERTIFICATE OF REPRESENTATION AND PARTIES; LETTER DATED OCTOBER 17, 2023;

by leaving with ROBIN HUTT-BANKS (MANAGING AGENT

AT

☐ Residence

NAME

RELATIONSHIP

☒ Business

ADDRESS

CITY / STATE

C/O THE CORPORATION TRUST COMPANY, 1209 ORANGE ST., WILMINGTON, DE 19801

ADDRESS

CITY / STATE

On 10/25/2023

AT

10:30 AM

DATE

TIME

Thereafter copies of the documents were mailed by prepaid, first class mail on

from

DATE

Manner of Service:

CITY

STATE

ZIP

☒ CORPORATE☐ Personal: By personally delivering copies to the person being served.☐ Substituted at Residence: By leaving copies at the dwelling house or usual place of abode of the person being served with a member of the household over the age of _____ and explaining the general nature of the papers.☐ Substituted at Business: By leaving, during office hours, copies at the office of the person/entity being served with the person apparently in charge thereof.☐ Posting: By posting copies in a conspicuous manner to the front door of the person/entity being served.☐ Non-Service: After due search, careful inquiry and diligent attempts at the address (es) listed above, I have been unable to effect process upon the person/entity being served because of the following reason(s):☐ Unknown at Address ☐ Moved, Left no Forwarding ☐ Service Cancelled by Litigant ☐ Unable to Serve in Timely Fashion☐ Address Does Not Exist ☐ Other _____

Service Attempts: Service was attempted on: (1) _____

DATE

TIME

(2) _____

DATE

TIME

(3) _____

DATE

TIME

(4) _____

DATE

TIME

(5) _____

DATE

TIME

AGE

55

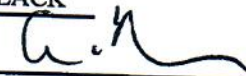
Sex FEMALE

Race BLACK

Height 5'5

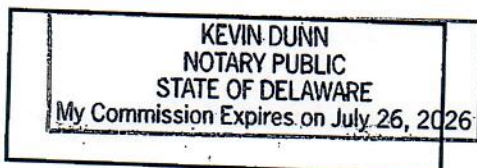
Weight 150

HAIR BLACK



SUBSCRIBED AND SWORN to before me this 25TH day of OCTOBER, 2023.

GILBERT DEL VALLE



SIGNATURE OF NOTARY PUBLIC

NOTARY PUBLIC for the state of DELAWARE

EXHIBIT 2

Case # 10-CV-23-1035 - Jennifer Shawgo, Jennifer Shawgo BC LLC,

Envelope Information

Envelope Id	Submitted Date	Submitted User Name
28695567	1/22/2024 8:34 PM CST	kenya.holderbecker@crosscastle.com

Case Information

Location	Category	Case Type
Carver County	Civil	Contract
Case Initiation Date	Case #	
10/17/2023	10-CV-23-1035	

Filings

Filing Type	Filing Code
EFileAndServe	Complaint-Civil
Filing Description	
Plaintiffs' First Amended Complaint	
Client Reference Number	Comments to Court
231205	Public
Filing Status	Accepted Date
Accepted	1/23/2024 9:06 AM CST

Document

File Name	Description	Security	Download
2024.01.22 Plaintiffs First Amended Complaint - Class Action.pdf	Complaint-Civil	Public 1	Original File Court Copy

eService Details

Status	Name	Firm	Served	Date Opened
Sent	Pamela Abbate Dattilo	CrossCastle PLLC	Yes	Not Opened
Sent	Pamela Abbate Dattilo	CrossCastle PLLC	Yes	1/22/2024 8:47 PM CST
 Support	Abbate Dattilo	CrossCastle PLLC	Yes	Not Opened

Status	Name	Firm	Served	Date Opened
Sent	Pamela Abbate Dattilo	CrossCastle PLLC	Yes	Not Opened
Sent	Tara Kennedy	CrossCastle PLLC	Yes	Not Opened
Sent	Kenya Holderbecker	CrossCastle PLLC	Yes	1/22/2024 8:36 PM CST
Sent	Mark L Johnson	Greene Espel PLLP	Yes	1/22/2024 8:36 PM CST
Sent	Amran A. Farah	Greene Espel PLLP	Yes	1/22/2024 8:37 PM CST
Sent	Margo Danielle Scott	Greene Espel PLLP	Yes	1/23/2024 12:38 PM CST
Sent	Alethea M. Huyser	Fredrikson & Byron, P.A.	Yes	Not Opened

Parties with No eService

Name	Address
The Carlyle Group Inc.	

Fees

Complaint-Civil

Description	Amount
Filing Fee	\$0.00
Filing Total: \$0.00	

Total Filing Fee	\$0.00
Envelope Total: \$0.00	

Transaction Amount	\$0.00	
Transaction Id	29264849	
Filing Attorney	PAMELA ABBATE	Order Id
Transaction Response	Authorized	

EXHIBIT 3

Logout

Department of State: Division of Corporations

[Allowable Characters](#)

HOME	View Search Results	
	Entity Details	
	File Number:	5124662
	Incorporation Date / Formation Date:	3/13/2012 (mm/dd/yyyy)
	Entity Name:	COUNTER BRANDS, LLC
	Entity Kind:	Limited Liability Company
	Entity Type:	General
	Residency:	Domestic
	Status:	Voluntarily Cancelled
	Status Date:	4/26/2024
REGISTERED AGENT INFORMATION		
	Name:	THE CORPORATION TRUST COMPANY
	Address:	CORPORATION TRUST CENTER 1209 ORANGE ST
	City:	WILMINGTON
	County:	New Castle
	State:	DE
	Postal Code:	19801
	Phone:	302-658-7581
<div>Back to Entity SearchEmail Status</div>		